

EXHIBIT 19

Form **990-PF**

EXTENDED TO AUGUST 17, 2015

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter social security numbers on this form as it may be made public.

Department of the Treasury
Internal Revenue ServiceInformation about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0047

2014

Subject to public release

For calendar year 2014 or tax year beginning

, and ending

Name of foundation: **HUBERFELD FAMILY FOUNDATION INC**

Number and street (or P.O. box number if mail is not delivered to street address): **15 MANOR LANE**

City or town, state or province, country, and ZIP or foreign postal code: **LAWRENCE, NY 11559**

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 48384938.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)

A Employer identification number: **13-4042543**

B Telephone number: **212-571-0500**

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | 3567500. | | N/A | |
| | 2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | 62349. | 62349. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 925875. | 925875. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 744005. | | | |
| | b Gross sales price for all assets on line 6a | 744005. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 744005. | | |
| | 8 Net short-term capital gain | | | | |
| Operating and Administrative Expenses | 9 Income modifications: Gross sales less returns and allowances | | | | |
| | 10a Less: Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | 612092. | 612092. | | STATEMENT 3 |
| | 12 Total. Add lines 1 through 11 | 5911821. | 2344321. | | |
| | 13 Compensation of officers, directors, trustees, etc. | 60000. | 18000. | | 42000. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees STMT 4 | 2366. | 0. | | 0. |
| | b Accounting fees STMT 5 | 32403. | 16202. | | 0. |
| | c Other professional fees | | | | |
| | 17 Interest | | | | |
| | 18 Taxes STMT 6 | 51849. | 1709. | | 3987. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 7 | 7444. | 747. | | 351. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 154062. | 36658. | | 46338. |
| | 25 Contributions, gifts, grants paid | 1475876. | | | 1475876. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 1629938. | 36658. | | 1522214. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | 4281883. | | | |
| | b Net investment income (if negative, enter -0-) | | 2307663. | | |
| | c Adjusted net income (if negative, enter -0-) | | | N/A | |

432563

11-25-14

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

1

14540715 758338 40457

2014.04000 HUBERFELD FAMILY FOUNDATION 404571

HFF000260

Form 990-PF (2014)

HUBERFELD FAMILY FOUNDATION INC

13-4042543

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(c).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| MURRAY HUBERFELD 15 MANOR LANE LAWRENCE, NY 11559 | PRESIDENT/DIRECTOR 0.00 | 0. | 0. | 0. |
| ALEXANDER HUBERFELD 15 MANOR LANE LAWRENCE, NY 11559 | DIRECTOR 0.00 | 0. | 0. | 0. |
| RACHEL JACOBS 451 WEST END AVENUE NEW YORK, NY 10024 | SECRETARY/TREAS/DIRECTOR 20.00 | 60000. | 0. | 0. |
| JESSICA BEREN 420 WEST END AVENUE NEW YORK, NY 10024 | DIRECTOR 0.00 | 0. | 0. | 0. |

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000

0

Form 990-PF (2014)

HUBERFELD FAMILY FOUNDATION INC

13-4042543

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|----------------------------|-----------------------------|---------------------------------|-------------------------------|
| APPLE BANK | 9141. | 9141. | |
| BANK OF AMERICA | 2028. | 2028. | |
| CAPITAL ONE BANK | 3554. | 3554. | |
| DIME SAVINGS BANK | 5322. | 5322. | |
| ING DIRECT | 4039. | 4039. | |
| METROPOLITAN NATIONAL BANK | 2167. | 2167. | |
| SIGNATURE BANK | 35219. | 35219. | |
| STERLING BANK | 879. | 879. | |
| TOTAL TO PART I, LINE 3 | 62349. | 62349. | |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|-------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| ARON ELBOGEN | | | | | |
| RUST | 405778. | 0. | 405778. | 405778. | |
| BATES LOAN | 126463. | 0. | 126463. | 126463. | |
| JH DARBY | 8. | 0. | 8. | 8. | |
| JMT HOLDING | 69649. | 0. | 69649. | 69649. | |
| KENT ST MORTGAGE | 245000. | 0. | 245000. | 245000. | |
| KIMMEL & KIMMEL | 43854. | 0. | 43854. | 43854. | |
| MONTAGE | 2917. | 0. | 2917. | 2917. | |
| SBO TRUST | 21875. | 0. | 21875. | 21875. | |
| STERN POLICY | 10331. | 0. | 10331. | 10331. | |
| TO PART I, LINE 4 | 925875. | 0. | 925875. | 925875. | |

HUBERFELD FAMILY FOUNDATION INC

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FORM 990-PF

OTHER INCOME

STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| RAYBERRY CONSUMER FINANCE LLC | 315955. | 315955. | |
| PLATINUM BLACK ELK | 156546. | 156546. | |
| MANHATTAN YORK EQUITIES | 139591. | 139591. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 612092. | 612092. | |

FORM 990-PF

LEGAL FEES

STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL | 2366. | 0. | | 0. |
| TO FM 990-PF, PG 1, LN 16A | 2366. | 0. | | 0. |

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING AND BOOKKEEPING | 32403. | 16202. | | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 32403. | 16202. | | 0. |

FORM 990-PF

TAXES

STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| EXCISE TAX | 46153. | 0. | | 0. |
| PAYROLL | 5696. | 1709. | | 3987. |
| TO FORM 990-PF, PG 1, LN 18 | 51849. | 1709. | | 3987. |

HUBERFELD FAMILY FOUNDATION INC

13-4042543

FORM 990-PF OTHER NOTES AND LOANS REPORTED SEPARATELY STATEMENT 8

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|----------------------|---------------|----------------------|------------------------------|----------------------|
| MORTGAGES RECEIVABLE | | | VARIOUS | 12.00% |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
| 07/01/10 | 12/31/15 | 6210000. | REAL ESTATE MORTGAGES | 0. |

| SECURITY PROVIDED BY BORROWER | PURPOSE OF LOAN |
|-------------------------------|-----------------|
| REAL ESTATE MORTGAGE | INVESTMENT |

| RELATIONSHIP OF BORROWER | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE | FMV OF LOAN |
|--------------------------|-------------|-------------------------|-------------|
| NONE | 1154867. | 0. | 1154867. |

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|-----------------|---------------|----------------------|------------------------------|----------------------|
| SAMUEL REICH | | | | .00% |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
| 06/29/11 | 12/31/11 | 4998. | | 0. |

| SECURITY PROVIDED BY BORROWER | PURPOSE OF LOAN |
|-------------------------------|-----------------|
| PERSONAL GUARANTY | |

| RELATIONSHIP OF BORROWER | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE | FMV OF LOAN |
|--------------------------|-------------|-------------------------|-------------|
| NONE | 0. | 0. | 0. |

HUBERFELD FAMILY FOUNDATION INC

13-4042543

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|-------------------------------|---------------|----------------------|------------------------------|-------------------------|
| TRISTATE PODIATRY PC | | | 972/MO | .00% |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
| 01/07/08 | 11/30/15 | 20000. | | 0. |
| SECURITY PROVIDED BY BORROWER | | | PURPOSE OF LOAN | |
| PERSONAL GUARANTY | | | HELP NEEDY INDIVIDUAL | |
| RELATIONSHIP OF BORROWER | | | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE |
| NONE | | | 10694. | 0. |
| | | | FMV OF LOAN | |
| | | | 10694. | |

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|-------------------------------|---------------|----------------------|------------------------------|-------------------------|
| D. REIS | | | LUMP SUM | .00% |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
| 12/01/08 | 12/01/09 | 25000. | | 0. |
| SECURITY PROVIDED BY BORROWER | | | PURPOSE OF LOAN | |
| PERSONAL GUARANTY | | | ASSIST INDIVIDUAL IN NEED | |
| RELATIONSHIP OF BORROWER | | | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE |
| NONE | | | 0. | 0. |
| | | | FMV OF LOAN | |
| | | | 0. | |

HUBERFELD FAMILY FOUNDATION INC

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| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|---------------------------------|------------------|-------------------------|------------------------------------|-------------------------|
| AARON ELBOGEN IRREVOCABLE TRUST | | | \$2500000 09/11 & 1500000 03/13 | 7.00% |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
| 09/08/09 | 09/14/14 | 1500000. | | 0. |

| SECURITY PROVIDED BY BORROWER | PURPOSE OF LOAN |
|------------------------------------|-----------------|
| INVESTMENTS IN TWO PARTNERSHIPS | INVESTMENT |

| RELATIONSHIP OF BORROWER | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE | FMV OF LOAN |
|--------------------------|-------------|----------------------------|----------------|
| NONE | 0. | 0. | 0. |

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|-----------------|------------------|-------------------------|---------------------------------|-------------------------|
| BATES LOAN | | | LUMP SUM | 12.00% |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
| 5/31/11 | 12/31/14 | 262500. | | 0. |

| SECURITY PROVIDED BY BORROWER | PURPOSE OF LOAN |
|-------------------------------|-----------------|
| GUARANTEES AND MORTGAGES | INVESTMENT |

| RELATIONSHIP OF BORROWER | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE | FMV OF LOAN |
|--------------------------|-------------|----------------------------|----------------|
| NONE | 0. | 0. | 0. |

HUBERFELD FAMILY FOUNDATION INC

13-4042543

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|------------------|---------------|----------------------|------------------------------|----------------------|
| JUDAH PEARLSTEIN | | | 10000/MO | .00% |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
| 08/09/12 | | 135000. | | 0. |

SECURITY PROVIDED BY BORROWER PURPOSE OF LOAN

PERSONAL GUARANTIES

| RELATIONSHIP OF BORROWER | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE | FMV OF LOAN |
|--------------------------|-------------|-------------------------|-------------|
| NONE | 75000. | 0. | 75000. |

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|------------------------------------|---------------|----------------------|------------------------------|----------------------|
| HUBERFELD-BODNER FAMILY FOUNDATION | | | LUMP SUM | .00% |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
| 06/17/13 | | 1369730. | | 0. |

SECURITY PROVIDED BY BORROWER PURPOSE OF LOAN

ASSIST LOANS MADE BY RELATED FOUNDATION

| RELATIONSHIP OF BORROWER | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE | FMV OF LOAN |
|--------------------------|-------------|-------------------------|-------------|
| RELATED FOUNDATION | 0. | 0. | 0. |

HUBERFELD FAMILY FOUNDATION INC

13-4042543

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|-------------------------------|---------------|----------------------|------------------------------|-------------------------|
| FINSBURY TRUST | | | | .00% |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
| 10/21/13 | | 50000. | | 0. |
| SECURITY PROVIDED BY BORROWER | | | PURPOSE OF LOAN | |
| PERSONAL GUARANTIES | | | LOAN TO NEEDY INDIVIDUAL | |
| RELATIONSHIP OF BORROWER | | | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE |
| NONE | | | 50000. | 0. |
| | | | FMV OF LOAN | |
| | | | | 50000. |

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|-------------------------------|---------------|----------------------|------------------------------|-------------------------|
| A ORATZ | | | 12000/MO | .00% |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
| 05/06/13 | 03/02/14 | 300000. | | 0. |
| SECURITY PROVIDED BY BORROWER | | | PURPOSE OF LOAN | |
| PERSONAL GUARANTIES | | | LOAN TO NEEDY INDIVIDUAL | |
| RELATIONSHIP OF BORROWER | | | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE |
| NONE | | | 0. | 0. |
| | | | FMV OF LOAN | |
| | | | | 0. |

HUBERFELD FAMILY FOUNDATION INC

13-4042543

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE | |
|---------------------------------|---------------|----------------------|------------------------------|-------------------------|-------------|
| AARON ELBOGEN IRREVOCABLE TRUST | | | LUMP SUM | 7.00% | |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION | |
| 11/07/13 | 11/07/14 | 1000000. | | 0. | |
| SECURITY PROVIDED BY BORROWER | | | PURPOSE OF LOAN | | |
| PERSONAL GUARANTIES | | | INVESTMENT | | |
| RELATIONSHIP OF BORROWER | | | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE | FMV OF LOAN |
| NONE | | | 0. | 0. | 0. |

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE | |
|-------------------------------|---------------|----------------------|------------------------------|-------------------------|-------------|
| JMT HOLDINGS LLC | | | LUMP SUM | 5.00% | |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION | |
| 08/21/13 | 04/14/14 | 630000. | | 0. | |
| SECURITY PROVIDED BY BORROWER | | | PURPOSE OF LOAN | | |
| | | | INVESTMENT | | |
| RELATIONSHIP OF BORROWER | | | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE | FMV OF LOAN |
| NONE | | | 0. | 0. | 0. |

HUBERFELD FAMILY FOUNDATION INC

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| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|---------------------------------|--|--|---------------------------------|---------------|
| AARON ELBOGEN IRREVOCABLE TRUST | | | 750000 3/15 AND 750000 11/15 | 7.00% |

| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
|--------------|---------------|----------------------|------------------------------|----------------------|
| 11/13/14 | 11/13/15 | 1500000. | | 0. |

SECURITY PROVIDED BY BORROWER PURPOSE OF LOAN

PERSONAL GUARANTIES

| RELATIONSHIP OF BORROWER | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE | FMV OF LOAN |
|--------------------------|-------------|-------------------------|-------------|
| NONE | 1500000. | 0. | 1500000. |

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|-----------------|--|--|-------------------------|---------------|
| MARCUS FOX | | | \$10000,\$10000,\$15000 | .00% |

| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
|--------------|---------------|----------------------|------------------------------|----------------------|
| 3/25/14 | 12/31/15 | 25000. | | 0. |

SECURITY PROVIDED BY BORROWER PURPOSE OF LOAN

PERSONAL GUARANTIES

| RELATIONSHIP OF BORROWER | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE | FMV OF LOAN |
|--------------------------|-------------|-------------------------|-------------|
| BOOKKEEPER | 35000. | 0. | 25000. |

HUBERFELD FAMILY FOUNDATION INC

13-4042543

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|-------------------------------|---------------|----------------------|------------------------------|-------------------------|
| JT HOME MANAGEMENT | | | 20833/MO | 12.00% |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
| 05/07/14 | 05/07/16 | 500000. | | 0. |
| SECURITY PROVIDED BY BORROWER | | | PURPOSE OF LOAN | |
| PERSONAL GUARANTIES | | | INVESTMENT | |
| RELATIONSHIP OF BORROWER | | | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE |
| NONE | | | 354167. | 0. |

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|-------------------------------|---------------|----------------------|------------------------------|-------------------------|
| M ORATZ | | | | 5.00% |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
| 05/07/14 | 12/31/14 | 750000. | | 0. |
| SECURITY PROVIDED BY BORROWER | | | PURPOSE OF LOAN | |
| PERSONAL GUARANTIES | | | INVESTMENT | |
| RELATIONSHIP OF BORROWER | | | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE |
| NONE | | | 710000. | 0. |

HUBERFELD FAMILY FOUNDATION INC

13-4042543

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|-----------------------|------------------|-------------------------|--|-------------------------|
| PARK MANOR CONSULTING | | | 12500/MO - INTEREST RATE TO BE DETERMINED | .00% |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
| 09/15/14 | 09/15/16 | 300000. | | 0. |

| SECURITY PROVIDED BY BORROWER | PURPOSE OF LOAN |
|-------------------------------|-----------------|
| PERSONAL GUARANTIES | INVESTMENT |

| RELATIONSHIP OF BORROWER | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE | FMV OF LOAN |
|--------------------------|-------------|----------------------------|----------------|
| NONE | 262500. | 0. | 262500. |

| BORROWER'S NAME | | | TERMS OF REPAYMENT | INTEREST RATE |
|---------------------|------------------|-------------------------|---------------------------------|-------------------------|
| MONTAGE HOLDING LLC | | | | 12.00% |
| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION |
| 1/21/14 | | 1250000. | | 0. |

| SECURITY PROVIDED BY BORROWER | PURPOSE OF LOAN |
|-------------------------------|-----------------|
| PERSONAL GUARANTIES | INVESTMENT |

| RELATIONSHIP OF BORROWER | BALANCE DUE | DOUBTFUL ACCT ALLOWANCE | FMV OF LOAN |
|--------------------------|-------------|----------------------------|----------------|
| NONE | 1250000. | 0. | 1250000. |

| | | | |
|---------------------------------------|----------|----|----------|
| TOTAL TO FORM 990-PF, PART II, LINE 7 | 5402228. | 0. | 5392228. |
|---------------------------------------|----------|----|----------|

HUBERFELD FAMILY FOUNDATION INC

13-4042543

| | | |
|-------------|-----------------|-------------|
| FORM 990-PF | CORPORATE STOCK | STATEMENT 9 |
|-------------|-----------------|-------------|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| PLATINUM PARTNERS VALUE ARBITRAGE (INTERNATIONAL) LTD | 2595299. | 13291940. |
| TANAGER ENERGY | 224456. | 1883. |
| TINTIC GOLD MINES | 58000. | 8700. |
| PLATINUM LIQUID OPPORTUNITY FUND LTD | 966792. | 1486108. |
| 17 GROUP INC | 166666. | 166666. |
| MOBLI MEDIA INC | 1720000. | 1720000. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 5731213. | 16675297. |

| | | |
|-------------|-------------------|--------------|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT 10 |
|-------------|-------------------|--------------|

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|------------------|------------|-------------------|
| BAYBERRY FUND LLC | COST | 507076. | 507076. |
| INVESTMENT IN INSURANCE POLICIES | COST | 2432570. | 2432570. |
| MANHATTAN YORK EQUITIES | COST | 1019591. | 1019591. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 3959237. | 3959237. |

| | | |
|-------------|-------------------|--------------|
| FORM 990-PF | OTHER LIABILITIES | STATEMENT 11 |
|-------------|-------------------|--------------|

| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
|--|------------|------------|
| SUSPENSE | 2660. | 2660. |
| EXCISE TAX PAYABLE | 677. | 13130. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 3337. | 15790. |